

HOWARD & HOWARD ATTORNEYS, P.C.  
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Jeffrey A. Sadowski (P28163)  
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*Intellectual Property Counsel for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                                     |   |                         |
|-------------------------------------|---|-------------------------|
| -----                               | x |                         |
|                                     | : |                         |
| In re                               | : | Chapter 11              |
|                                     | : |                         |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
|                                     | : |                         |
| Debtors.                            | : | (Jointly Administered)  |
|                                     | : |                         |
| -----                               | x |                         |

**ORDER (I) GRANTING SEVENTH FEE APPLICATION OF  
HOWARD & HOWARD ATTORNEYS, P.C., FOR ALLOWANCE OF  
FEES AND EXPENSES FOR SERVICES RENDERED FOR THE PERIOD FROM  
OCTOBER 1, 2007 THROUGH JANUARY 25, 2008 AND (II) GRANTING FINAL  
APPROVAL OF ALL FEES AND EXPENSES OF HOWARD & HOWARD  
ATTORNEYS P.C. FOR THE PERIOD FROM THE PETITION DATE (OCTOBER 8,  
2005) THROUGH THE CONFIRMATION DATE (JANUARY 25, 2008) AND (III)  
GRANTING APPROVAL OF FEES AND EXPENSES OF HOWARD & HOWARD  
ATTORNEYS P.C. ATTENDANT TO PREPARATION AND PURSUIT OR ITS  
SEVENTH AND FINAL FEE APPLICATION**

**WHEREAS**, upon consideration of the Seventh Application of Howard & Howard Attorneys, P.C. (“**Howard & Howard**”) For Allowance of Fees and Expenses for the Period From October 1, 2007 through January 25, 2008 (the “Seventh Compensation Period”) and the Application of Howard & Howard Attorneys, P.C. for Final Approval and Final Allowance of all Fees and Expenses for the Period from the Petition Date (October 8, 2005) Through the Confirmation Date (January 25, 2008) and the Application of Howard & Howard Attorneys PC

for Approval of Fees and Expenses Attendant to Preparation and Pursuit of its Seventh and Final Application for Fees and Expenses (collectively, the “**Howard & Howard Final Application**”); and a hearing having been held before the Court on \_\_\_\_\_, 2010, at \_\_\_\_\_ .m., to consider the Howard & Howard Final Application; and notice having been given pursuant to Fed. R. Bankr. P. 2002(a)(6) and (c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefore, it is hereby

**ORDERED** that the Howard & Howard Final Application is granted in its entirety.

**ORDERED** that the fees and expenses of Howard & Howard in the total amount of \$155,823.87 for professional services rendered to the Debtors during the Seventh Compensation Period (consisting of fees in the amount of \$137,734.50 and expenses of \$18,089.37) are hereby approved and allowed in full.

**ORDERED** that the Debtors are authorized and directed to immediately pay to Howard & Howard, without any holdback, \$155,823.87 for Howard & Howard’s professional services rendered to the Debtors during the Seventh Compensation Period, consisting of fees in the amount of \$137,734.50 and expenses in the amount of \$18,089.37, or, if applicable of, the difference between the amount allowed hereunder and the amounts, if any, previously paid to Howard & Howard pursuant to prior Orders of this Court.

**ORDERED** that all of Howard & Howard’s fees and expenses for professional services rendered to the Debtor during the period from the Petition Date (October 8, 2005) through the Confirmation Date (January 25, 2008), which various orders of this court have previously approved and allowed on an interim basis, are hereby approved and allowed in full on a final basis.

**ORDERED** that, in addition to the fees and expenses allowed in the preceding paragraph of this Order, Howard & Howard is hereby granted final approval of \$15,345.87 for its fees and expenses attendant to preparation and pursuit of the Howard & Howard Final Application.

Dated: New York, New York  
\_\_\_\_\_, 2010

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UNITED STATES BANKRUPTCY JUDGE

Case No.: 05-44481 (RDD)

Case Name: In re Delphi Corporation, *et al.*

SEVENTH FEE PERIOD: October 1, 2007 through January 25, 2008

| <b>Applicant</b>                   | <b>Date/Document<br/>No. of<br/>Application</b> | <b>Fees<br/>Requested</b> | <b>Fees<br/>Awarded</b> | <b>Expenses<br/>Requested</b> | <b>Expenses<br/>Awarded</b> |
|------------------------------------|---|---------------------------|-------------------------|-------------------------------|-----------------------------|
| Howard & Howard<br>Attorneys, P.C. | 12/18/09  | \$137,734.50              |                         | \$18,089.37                   |                             |

SCHEDULE A(1) DATE: \_\_\_\_\_

INITIALS: \_\_\_\_\_ (USBJ)

Case No.: 05-44481 (RDD)

Case Name: In re Delphi Corporation, *et al.*

**SUMMARY: All Fee Periods Plus Fees/Expenses Attendant to Final Application**

| <b>Applicant</b>                | <b>Total Fees Requested*</b> | <b>Fees Awarded To Date (First-Sixth Interim Applications)</b> | <b>Total Expenses Requested**</b> | <b>Expenses Awarded To Date (First-Sixth Interim Application)</b> |
|---------------------------------|------------------------------|--|-----------------------------------|---|
| Howard & Howard Attorneys, P.C. | \$151,821.30                 | \$941,309.50   | \$19,348.44                       | \$86,517.55   |

SCHEDULE A(2) DATE: \_\_\_\_\_

INITIALS: \_\_\_\_\_ (USBJ)

**\* Breakdown of Total Fees Requested**

|   |                        |
|---|------------------------|
| First Interim Application:                    | \$ 98,553.00           |
| Second Interim Application:                   | 197,421.00             |
| Third Interim Application:                    | 186,833.00             |
| Fourth Interim Application:                   | 168,238.00             |
| Voluntary Reduction on Fourth Fee Application | (10,000.00)            |
| Fifth Interim Application:                    | 170,369.00             |
| Voluntary Reduction on Fifth Fee Application  | (960.00)               |
| Sixth Interim Application:                    | 132,259.50             |
| Voluntary Reduction on Sixth Fee Application  | (1,404.00)             |
| Seventh (Final) Application                   | 137,734.50             |
| Fees Attendant to Final Application           | 14,086.80              |
| <b>Total Fees Requested</b>                   | <b>\$ 1,093,130.80</b> |

**\*\* Breakdown of Total Expenses Requested**

|  |                      |
|--|----------------------|
| First Interim Application:                           | \$ 19,710.70         |
| Second Interim Application:                          | 10,006.89            |
| Third Interim Application:                           | 10,247.53            |
| Fourth Interim Application:                          | 15,127.28            |
| Fifth Interim Application:                           | 20,133.23            |
| Sixth Interim Application                            | 11,291.92            |
| Seventh (Final) Application                          | 18,089.37            |
| Expenses Attendant to Final Application <sup>1</sup> | 1,259.07             |
| <b>Total Expenses Requested</b>                      | <b>\$ 105,865.99</b> |

<sup>1</sup> \$8,976.80 in fees was spent preparing the Final Application, and \$5,110.00 is the estimate of fees to be spent pursuing the Final Application (estimated 8 hours in court, and 6 hours travel time, at Ms. Gretchko's current hourly rate of \$365).

\$237.07 in expenses was spent relative to the Final Application, and \$1,022.00 is the estimate of expenses to be spent pursuing the Final Application, consisting of airfare from Detroit to New York (\$600.00), Hotel Expenses (\$300.00), and cab fare and parking.

